

METHODE ELECTRONICS INC

Form 10-Q

March 03, 2016

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended January 30, 2016

or

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from _____ to _____

Commission file number 0-2816

METHODE ELECTRONICS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

36-2090085

(I.R.S. Employer Identification No.)

7401 West Wilson Avenue, Harwood Heights, Illinois

(Address of principal executive offices)

60706-4548

(Zip Code)

(Registrant's telephone number, including area code) (708) 867-6777

None

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or smaller reporting company. See definitions of "large accelerated filer" "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

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Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

At March 1, 2016, registrant had 36,912,869 shares of common stock outstanding.

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FORM 10-Q
January 30, 2016

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

METHODE ELECTRONICS, INC. AND SUBSIDIARIES
 CONDENSED CONSOLIDATED BALANCE SHEETS
 (\$ in millions)

	As of January 30, 2016 (Unaudited)	As of May 2, 2015
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$202.3	\$168.1
Accounts receivable, net	146.6	170.4
Inventories:		
Finished products	13.3	16.0
Work in process	10.2	12.2
Materials	48.9	42.7
	72.4	70.9
Deferred income taxes	15.5	15.0
Prepaid expenses and other current assets	16.9	13.9
TOTAL CURRENT ASSETS	453.7	438.3
PROPERTY, PLANT AND EQUIPMENT		
Less allowances for depreciation	316.9	309.2
	225.0	215.9
	91.9	93.3
GOODWILL		
	1.6	1.7
INTANGIBLE ASSETS, net		
	9.5	11.3
PRE-PRODUCTION COSTS		
	10.4	10.5
DEFERRED INCOME TAXES		
	27.1	32.1
OTHER ASSETS		
	18.4	18.6
	67.0	74.2
TOTAL ASSETS	\$612.6	\$605.8
LIABILITIES AND EQUITY		
CURRENT LIABILITIES		
Accounts payable	\$64.3	\$70.1
Other current liabilities	45.0	60.5
TOTAL CURRENT LIABILITIES	109.3	130.6
LONG-TERM DEBT		
	55.0	5.0
OTHER LIABILITIES		
	3.4	4.0
DEFERRED COMPENSATION		
	7.8	7.2
SHAREHOLDERS' EQUITY		
Common stock, \$0.50 par value, 100,000,000 shares authorized, 38,259,493 and 39,702,036 shares issued as of January 30, 2016 and May 2, 2015, respectively	19.1	19.9
Additional paid-in capital	111.5	102.2
Accumulated other comprehensive income	(23.6	) (8.3
Treasury stock, 1,346,624 shares as of January 30, 2016 and May 2, 2015	(11.5) (11.5
Retained earnings	341.6	356.5

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TOTAL METHODE ELECTRONICS, INC. SHAREHOLDERS' EQUITY	437.1	458.8
Noncontrolling interest	—	0.2
TOTAL EQUITY	437.1	459.0
TOTAL LIABILITIES AND EQUITY	\$612.6	\$605.8

See notes to condensed consolidated financial statements.

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METHODE ELECTRONICS, INC. AND SUBSIDIARIES
 CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)
 (\$ in millions, except per share data)

	Three Months Ended		Nine Months Ended	
	January 30, 2016	January 31, 2015	January 30, 2016	January 31, 2015
Net sales	\$184.6	\$206.0	\$596.3	\$653.8
Cost of products sold	137.0	149.8	444.2	487.0
Gross profit	47.6	56.2	152.1	166.8
Selling and administrative expenses	26.1	21.5	73.7	69.1
Income from operations	21.5	34.7	78.4	97.7
Interest income, net	(0.2	) (0.2	) (0.7	) (0.4
Other (income) / expense	(1.0	) (0.3	) (1.5	) (0.2
Income before income taxes	22.7	35.2	80.6	98.3
Income tax expense	5.5	8.1	18.6	23.8
Net income	17.2	27.1	62.0	74.5
Less: Net income attributable to noncontrolling interest	—	—	—	—
NET INCOME ATTRIBUTABLE TO METHODE ELECTRONICS, INC.	\$17.2	\$27.1	\$62.0	\$74.5
Amounts per common share attributable to Methode Electronics, Inc.:				
Basic	\$0.45	\$0.69	\$1.60	\$1.93
Diluted	\$0.45	\$0.68	\$1.60	\$1.90
Cash dividends:				
Common stock	\$0.09	\$0.09	\$0.27	\$0.27
Weighted average number of Common Shares outstanding:				
Basic	38,159,789	38,791,210	38,662,487	38,644,413
Diluted	38,278,231	39,615,541	38,790,624	39,289,513

See notes to condensed consolidated financial statements.

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METHODE ELECTRONICS, INC. AND SUBSIDIARIES
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
 (\$ in millions)

	Three Months Ended		Nine Months Ended	
	January 30, 2016	January 31, 2015	January 30, 2016	January 31, 2015
Net income	\$17.2	\$27.1	\$62.0	\$74.5
Foreign currency translation adjustment	(7.2	) (16.5	) (15.3	) (32.6
Comprehensive income	10.0	10.6	46.7	41.9
Less: Comprehensive income attributable to non-controlling interest	—	—	—	—
Comprehensive income attributable to Methode Electronics, Inc.	\$10.0	\$10.6	\$46.7	\$41.9

See notes to consolidated financial statements.

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METHODE ELECTRONICS, INC. AND SUBSIDIARIES
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
 (\$ in millions)

	Nine Months Ended	
	January 30, 2016	January 31, 2015
OPERATING ACTIVITIES		
Net income	\$62.0	\$74.5
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for depreciation	16.0	16.4
Amortization of intangibles	1.8	1.1
Amortization of stock awards and stock options	4.8	3.5
Changes in operating assets and liabilities	(0.8)	) 13.1
NET CASH PROVIDED BY OPERATING ACTIVITIES	83.8	108.6
INVESTING ACTIVITIES		
Purchases of property, plant and equipment	(17.2)	) (12.8)
NET CASH USED IN INVESTING ACTIVITIES	(17.2)	) (12.8)
FINANCING ACTIVITIES		
Taxes paid related to net share settlement of equity awards	(7.6)) —
Purchase of common stock	(59.8)) —
Proceeds from exercise of stock options	0.5	6.3
Excess tax benefit from equity-based compensation	4.0	—
Cash dividends	(10.2)	) (10.3)
Proceeds from borrowings	63.0	—
Repayment of borrowings	(13.0)	) (28.0)
NET CASH USED IN FINANCING ACTIVITIES	(23.1)	) (32.0)
Effect of foreign currency exchange rate changes on cash	(9.3)	) (12.4)
INCREASE IN CASH AND CASH EQUIVALENTS	34.2	51.4
Cash and cash equivalents at beginning of period	168.1	116.4
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$202.3	\$167.8

See notes to condensed consolidated financial statements.

METHODE ELECTRONICS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
(Dollar amounts in millions, except per share data)

1. BASIS OF PRESENTATION

Methode Electronics, Inc. was incorporated in 1946 as an Illinois corporation and reincorporated in Delaware in 1966. As used herein, “we,” “us,” “our,” the “Company” or “Methode” means Methode Electronics, Inc. and its subsidiaries. Our business is managed and our financial results are reported on a segment basis, with those segments being Automotive, Interface, Power Products and Other. The condensed consolidated financial statements and related disclosures as of January 30, 2016 and results of operations for the three and nine months ended January 30, 2016 and January 31, 2015 are unaudited, pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”). The May 2, 2015 condensed consolidated balance sheet was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America (“U.S. GAAP”). Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to such rules and regulations. In our opinion, these financial statements include all adjustments (consisting only of normal recurring adjustments) necessary for the fair statement of the results for the interim periods. These financial statements should be read in conjunction with the financial statements included in our Form 10-K for the year ended May 2, 2015, filed with the SEC on June 25, 2015. Results may vary from quarter to quarter for reasons other than seasonality.

2. RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In November 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2016-17 “Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes”. This guidance simplifies the balance sheet classification of deferred taxes. Current GAAP requires an entity to separate deferred income tax liabilities and assets into current and noncurrent amounts in a classified statement of financial position. This amendment simplifies the presentation to require that all deferred tax liabilities and assets be classified as noncurrent on the balance sheet. The guidance does not change the existing requirement that only permits offsetting within a jurisdiction. The change to noncurrent classification will have an impact on working capital. This guidance becomes effective January 1, 2017 and allows for prospective or retrospective application, with appropriate disclosures. Early adoption is permitted. We are currently evaluating the impact this guidance will have on our consolidated financial statements.

In September 2015, the FASB issued ASU 2015-16 “Business Combinations Simplifying the Accounting for Measurement-Period Adjustments”. The standard requires that an acquirer recognize measurement-period adjustments in the period in which the adjustments are determined. The income effects of such measurement-period adjustments are to be recorded in the same period’s financial statements but calculated as if the accounting had been completed as of the acquisition date. The impact of measurement-period adjustments to earnings that relate to prior period financial statements are to be presented separately on the income statement or disclosed by line item. This accounting guidance is effective for us on a prospective basis beginning in the first quarter of fiscal 2017. We do not believe the adoption of this standard will have a significant effect on our consolidated financial statements.

In May 2014, the FASB issued ASU 2014-09, “Revenue from Contracts with Customers”. The core principle is that a company should recognize revenue to depict the transfer of goods or services to a customer at an amount that reflects the consideration which the entity expects to receive in exchange for those goods or services. In August 2015, the FASB issued ASU 2015-14, “Revenue from Contracts with Customers: Deferral of the Effective Date” which deferred

the effective date for all entities by one year so it is now effective for annual periods beginning after December 15, 2017 and interim periods within those annual periods. We are still assessing the impact of adoption on our consolidated financial statements.

In July 2015, the FASB issued ASU 2015-11, "Inventory (Topic 330): Simplifying the Measurement of Inventory". This ASU requires an entity to measure inventory at the lower of cost and net realizable value, rather than at the lower of cost or market. The guidance is effective for interim and annual periods beginning after December 15, 2016, and is to be applied prospectively. Early adoption is permitted. We do not believe the adoption of this standard will have a significant effect on our consolidated financial statements.

In May 2015, the FASB issued ASU 2015-7, "Fair Value Measurement: Disclosure for Investments in Certain Entities that calculates net asset value per share (or its Equivalent)". This amendment removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net value asset per share. This new guidance is effective for interim and annual periods beginning after December 15, 2015, with early adoption permitted. We do not believe the adoption of this standard will have a significant effect on our consolidated financial statements.

METHODE ELECTRONICS, INC. AND SUBSIDIARIES
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
 (Dollar amounts in millions, except per share data)

In April 2015, the FASB issued ASU 2015-03, "Simplifying the Presentation of Debt Issuance Costs". This ASU requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The amendments in this ASU are effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. The update requires retrospective application and represents a change in accounting principle. We do not believe the adoption of this standard will have a significant effect on our consolidated financial statements.

In January 2015, the FASB issued ASU 2015-01, "Income Statement - Extraordinary and Unusual Items (Subtopic 225-20)" which eliminates the concept of extraordinary items. The standard does not affect disclosure guidance for events or transactions that are unusual in nature or infrequent in their occurrence. The ASU is effective in annual periods, and interim periods within those annual periods, beginning after December 15, 2015. The standard allows prospective or retrospective application. Early adoption is permitted if applied from the beginning of the fiscal year of adoption. We do not believe the adoption of this standard will have a significant effect on our consolidated financial statements.

3. GOODWILL AND INTANGIBLE ASSETS

We review our goodwill and other intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of these assets may not be recoverable, and at least annually in accordance with ASC No. 350, "Intangibles — Goodwill and Other". The values assigned to goodwill and intangible assets are normally based on estimates and judgments regarding expectations for the success and life cycle of products and technologies acquired. A severe decline in expectations could result in significant impairment charges, which could have a material adverse effect on our financial condition and results of operations.

The following table shows the roll-forward of goodwill in the financial statements for the nine months ended January 30, 2016:

	As of January 30, 2016		
	Interface	Power Products	Total
Balance as of May 2, 2015	\$0.7	\$1.0	\$1.7
Foreign currency translation	(0.1	) —	(0.1
Balance as of January 30, 2016	\$0.6	\$1.0	\$1.6

The following tables present details of the Company's intangible assets:

	As of January 30, 2016			Wtd. Avg. Remaining Amortization Periods (Years)
	Gross	Accumulated Amortization	Net	
Customer relationships and agreements	\$16.3	\$15.3	\$1.0	8.0
Trade names, patents and technology licenses	25.8	17.3	8.5	2.6
Covenants not to compete	0.1	0.1	—	1.7
Total	\$42.2	\$32.7	\$9.5	

As of May 2, 2015

	Gross	Accumulated Amortization	Net	Wtd. Avg. Remaining Amortization Periods (Years)
Customer relationships and agreements	\$16.3	\$15.0	\$1.3	8.8
Trade names, patents and technology licenses	25.8	15.8	10.0	3.3
Covenants not to compete	0.1	0.1	—	2.4
Total	\$42.2	\$30.9	\$11.3	

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METHODE ELECTRONICS, INC. AND SUBSIDIARIES
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
 (Dollar amounts in millions, except per share data)

The estimated aggregate amortization expense for the current fiscal year and each of the four succeeding fiscal years is as follows:

2016	\$2.4
2017	\$2.3
2018	\$2.2
2019	\$2.1
2020	\$0.2

As of January 30, 2016 and May 2, 2015, the trade names, patents and technology licenses include \$1.8 million of trade names that are not subject to amortization.

4. INCOME TAXES

At May 2, 2015, we recorded a deferred tax benefit of \$7.2 million related to the release of a foreign valuation allowance and a \$1.4 million deferred tax benefit related to the release of our state valuation allowance. The Company evaluated all available positive and negative evidence, including past operating results and projection of future taxable income and determined it is more likely than not that expected future taxable income will be sufficient to utilize substantially all of our foreign, federal and U.S. state net deferred tax assets. The Company maintained a valuation allowance of \$1.2 million at January 30, 2016 and May 2, 2015 related to certain state and federal net operating loss carryovers and expects to continue to maintain this allowance until we determine that these deferred tax assets are more likely than not realizable.

At January 30, 2016, we had available \$2.1 million of federal and \$80.6 million of state net operating loss carry forwards (having a tax benefit of \$0.7 million and \$3.8 million, respectively) and \$4.3 million of foreign tax credit carry forwards, and a \$0.5 million research expenditure credit carry-forward. If unused, the U.S. federal net operating loss carry forwards will expire in the fiscal years 2018 through 2031. The state net operating loss carry forwards will expire in the fiscal years 2016 through 2035. The foreign tax credits will expire in the fiscal years 2023 through 2024. The research expenditure credit will expire in fiscal year 2035.

The tax laws of Malta provide for investment tax credits of 30% of qualified expenditures. Unused credits of \$16.1 million as of January 30, 2016 can be carried forward indefinitely. We record investment tax credits using the "flow through" method.

The Company recognized an income tax provision of \$5.5 million and \$8.1 million for the three months ended January 30, 2016 and January 31, 2015, respectively. The Company's effective tax rate was 24.1% and 23.0% for the three months ended January 30, 2016 and January 31, 2015, respectively. The Company recognized an income tax provision of \$18.6 million and \$23.8 million for the nine months ended January 30, 2016 and January 31, 2015, respectively. The Company's effective tax rate was 23.1% and 24.2% for the nine months ended January 30, 2016 and January 31, 2015, respectively. The income tax provision for both the three and nine months ended January 30, 2016 and January 31, 2015 is lower than the U.S. statutory rate primarily due to foreign investment tax credits and foreign operations with lower statutory rates.

We record interest and penalties accrued related to the unrecognized tax benefits in the provision for income taxes. We had approximately \$0.1 million accrued at January 30, 2016 for the payment of interest and penalties. The total

unrecognized tax benefit as of January 30, 2016 was \$0.9 million. We recorded an unrecognized tax benefit of \$0.1 million in the first nine months of fiscal 2016.

The Company and all of its domestic subsidiaries file income tax returns in the U.S. federal jurisdiction and various states. Our foreign subsidiaries file income tax returns in certain foreign jurisdictions since they have operations outside the U.S. The Company and its subsidiaries are generally no longer subject to U.S. federal, state and local examinations by tax authorities for all years except fiscal 2015, 2014, 2013, 2012 and 2011.

METHODE ELECTRONICS, INC. AND SUBSIDIARIES
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
 (Dollar amounts in millions, except per share data)

5. COMMON STOCK AND STOCK-BASED COMPENSATION

During the fiscal quarter ended October 31, 2015, the Compensation Committee of the Board of Directors authorized a new long-term incentive program for key employees consisting of performance-based Restricted Stock Awards (“RSAs”) and time-based Restricted Stock Units (“RSUs”).

The number of RSAs earned will vary based on performance relative to established goals for fiscal 2020 adjusted EBITDA, with 50% of the target shares earned for threshold performance (representing 342,000 shares), 100% of the target shares earned for target performance (representing 684,000 shares) and 150% of the target shares earned for maximum performance (representing 1,026,000 shares).

At the target level of performance, the expected expense for the RSAs over the five-year period will be \$21.8 million. During the three months and nine months ended January 30, 2016, the Company recorded respectively, \$1.2 million and \$1.6 million in compensation expense related to the RSA’s.

As of January 30, 2016, the Company is recording the RSA compensation expense based on target performance. In future periods, if management makes a determination that the target will likely be exceeded for fiscal 2020, a catch-up adjustment to compensation expense will be recorded in that period. In addition, if management makes a determination that the target will likely not be met for fiscal 2020, a reversal of expense will be recorded in that period. These amounts could be material to the financial statements.

The Company also granted 516,000 RSU's to key employees. The RSU’s are subject to a five-year vesting period, with 30% vesting on each of April 28, 2018 and April 27, 2019 and 40% vesting on May 2, 2020. The total expense for the RSU's is expected to be \$16.5 million through 2020. During the three months and nine months ended January 30, 2016, the Company recorded respectively, \$1.2 million and \$1.6 million of compensation expense related to the RSU's.

6. NET INCOME PER SHARE

Basic net income per share is calculated by dividing net income attributable to Methode shareholders by the weighted average number of common shares outstanding for the applicable period. Diluted net income per share is calculated after adjusting the denominator of the basic net income per share calculation for the effect of all potentially dilutive stock compensation awards outstanding during the period.

The following table sets forth the computation of basic and diluted net income per share:

	Three Months Ended		Nine Months Ended	
	January 30, 2016	January 31, 2015	January 30, 2016	January 31, 2015
Numerator - net income attributable to Methode Electronics, Inc.	\$17.2	\$27.1	\$62.0	\$74.5
Denominator:	—	—		
Denominator for basic net income per share-weighted average shares outstanding and vested/unissued restricted	38,159,789	38,791,210	38,662,487	38,644,413

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stock awards

Dilutive potential common shares-employee and director stock options, restricted stock awards and restricted stock units	118,442	824,331	128,137	645,100
Denominator for diluted net income per share	38,278,231	39,615,541	38,790,624	39,289,513
Net income per share:				
Basic	\$0.45	\$0.69	\$1.60	\$1.93
Diluted	\$0.45	\$0.68	\$1.60	\$1.90

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METHODE ELECTRONICS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
(Dollar amounts in millions, except per share data)

For the three months and nine months ended January 30, 2016, options to purchase 138,500 shares have been excluded in the computation of diluted net income per share because the exercise price was greater than the average market price for those periods, and therefore, would have been anti-dilutive. In addition, 158,500 shares have been excluded because the exercise price was greater than the average market price for both the three months and nine months ended January 31, 2015, as those shares would have been anti-dilutive as well. Restricted stock awards for 684,000 shares have been excluded in the computation of diluted net income per share for both the three months and nine months ended January 30, 2016, as these awards are contingent on the Company's full year performance in fiscal 2020.

7. SEGMENT INFORMATION

We are a global manufacturer of component and subsystem devices. We design, manufacture and market devices employing electrical, electronic, wireless, sensing and optical technologies. Our components are found in the primary end markets of the automotive, appliance, communications (including information processing and storage, networking equipment, wireless and terrestrial voice/data systems), aerospace, rail and other transportation industries, and the consumer and industrial equipment markets.

ASC No. 280, "Segment Reporting" establishes annual and interim reporting standards for an enterprise's operating segments and related disclosures about its products, services, geographic areas and major customers. An operating segment is defined as a component of an enterprise that engages in business activities from which it may earn revenues and incur expenses, and about which separate financial information is regularly evaluated by the Chief Operating Decision Maker ("CODM") in deciding how to allocate resources. The CODM, as defined by ASC No. 280, is the Company's President and Chief Executive Officer ("CEO").

We have multiple operating segments that are aggregated in four reportable segments. Those segments are Automotive, Interface, Power Products and Other.

The Automotive segment supplies electronic and electromechanical devices and related products to automobile Original Equipment Manufacturers ("OEMs"), either directly or through their tiered suppliers. Our products include control switches for electrical power and signals, connectors for electrical devices, integrated control components, switches and sensors that monitor the operation or status of a component or system, and packaging of electrical components as well as design and manufacture of magnetic torque sensing products.

The Interface segment provides a variety of copper and fiber-optic interconnect and interface solutions for the aerospace, appliance, commercial, computer, construction, consumer, material handling, medical, military, mining, networking, storage, and telecommunications markets. Solutions include conductive polymers, connectors, custom cable assemblies, industrial safety radio remote controls, optical and copper transceivers, personal computer and express card packaging and terminators, solid-state field effect interface panels, and thick film inks. Services include the design and installation of fiber optic and copper infrastructure systems, and manufacturing active and passive optical components.

The Power Products segment manufactures braided flexible cables, current-carrying laminated bus devices, custom power-product assemblies, high-current low voltage flexible power cabling systems and powder coated bus bars that are used in various markets and applications, including aerospace, computers, industrial and power conversion, military, telecommunications, and transportation.

The Other segment includes medical devices, inverters and battery systems and insulated gate bipolar transistor solutions.

The accounting policies of the segments are the same as those described in the summary of significant accounting policies in our Form 10-K for the fiscal year ended May 2, 2015. We allocate resources to segments based on operating income. Transfers between segments are recorded using internal transfer prices set by us.

METHODE ELECTRONICS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
(Dollar amounts in millions, except per share data)

	Three Months Ended January 30, 2016					Eliminations/Corporate Consolidated
	Automotive	Interface	Power Products	Other		
Net sales	\$141.0	\$35.2	\$11.4	\$0.2	\$ (3.2)	\$184.6
Transfers between segments	(2.5)	(0.4)	(0.1)	(0.1)	3.1	—
Net sales to unaffiliated customers	\$138.5	\$34.8	\$11.3	\$0.1	\$ (0.1)	\$184.6
Income (loss) from operations	\$28.7	\$0.5	\$1.2	\$(2.1)	\$ (6.8)	\$21.5
Interest income, net						(0.2)
Other income, net						(1.0)
Income before income taxes						\$22.7

	Three Months Ended January 31, 2015					Eliminations/Corporate Consolidated
	Automotive	Interface	Power Products	Other		
Net sales	\$142.6	\$37.4	\$26.3	\$1.9	\$ (2.2)	\$206.0
Transfers between segments	(1.5)	(0.5)	(0.2)	(0.1)	2.3	—
Net sales to unaffiliated customers	\$141.1	\$36.9	\$26.1	\$1.8	\$ 0.1	\$206.0
Income/(loss) from operations	\$29.5	\$3.8	\$9.3	\$(1.2)	\$ (6.7)	\$34.7
Interest income, net						(0.2)
Other expense, net						(0.3)
Income before income taxes						\$35.2

	Nine Months Ended January 30, 2016					Eliminations/Corporate Consolidated
	Automotive	Interface	Power Products	Other		
Net sales	\$459.1	\$105.4	\$39.6	\$0.3	\$ (8.1)	\$596.3
Transfers between segments	(6.3)	(1.1)	(0.5)	(0.2)	8.1	—
Net sales to unaffiliated customers	\$452.8	\$104.3	\$39.1	\$0.1	\$ —	\$596.3
Income/(loss) from operations	\$99.7	\$2.6	\$4.7	\$(6.2)	\$ (22.4)	\$78.4
Interest income, net						(0.7)
Other income, net						(1.5)
Income before income taxes						\$80.6

	Nine Months Ended January 31, 2015					Eliminations/Corporate Consolidated
	Automotive	Interface	Power Products	Other		
Net sales	\$466.5	\$123.1	\$64.3	\$5.3	\$ (5.4)	\$653.8

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Transfers between segments	(3.1)	(1.7)	(0.4)	(0.2)	5.4	—	
Net sales to unaffiliated customers	\$463.4		\$121.4		\$63.9		\$5.1		\$ —	\$653.8	
Income/(loss) from operations	\$92.8		\$15.7		\$17.9		\$(4.1	)	\$ (24.6	)	\$97.7
Interest income, net										(0.4)
Other expense, net										(0.2)
Income before income taxes										\$98.3	

METHODE ELECTRONICS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
(Dollar amounts in millions, except per share data)

8. CONTINGENCIES

Certain litigation arising in the normal course of business is pending against us. We are from time to time subject to various legal actions and claims incidental to our business, including those arising out of alleged defects, breach of contracts, employment-related matters and environmental matters. We consider insurance coverage and third-party indemnification when determining required accruals for pending litigation and claims. Although the outcome of potential legal actions and claims cannot be determined, it is our opinion, based on the information available, that we have adequate reserves for these liabilities.

Hetronic Germany-GmbH Matters

For several years, Hetronic Germany-GmbH and Hydronic-Steuersysteme-GmbH (the "Fuchs companies") served as our distributors for Germany, Austria and other central and eastern European countries pursuant to their respective intellectual property licenses and distribution and assembly agreements. We became aware that the Fuchs companies and their managing director, Albert Fuchs, had materially violated those agreements. As a result, we terminated all of our agreements with the Fuchs companies. On June 20, 2014, we filed a lawsuit against the Fuchs companies in the Federal District Court for the Western District of Oklahoma alleging material breaches of the distribution and assembly agreements seeking damages, as well as various forms of injunctive relief. The defendants have filed counterclaims alleging breach of contract, interference with business relations and business slander. On April 2, 2015, we amended our complaint against the Fuchs companies to add additional unfair competition and Lanham Act claims and to add additional affiliated parties.

9. PRE-PRODUCTION COSTS RELATED TO LONG-TERM SUPPLY ARRANGEMENTS

We incur pre-production tooling costs related to certain products produced for our customers under long-term supply agreements. We had \$10.4 million and \$10.5 million as of January 30, 2016 and May 2, 2015, respectively, of pre-production tooling costs related to customer-owned tools for which reimbursement is contractually guaranteed by the customer or for which the customer has provided a non-cancelable right to use the tooling. Engineering, testing and other costs incurred in the design and development of production parts are expensed as incurred, unless the costs are reimbursable, as specified in a customer contract.

10. DEBT AND CREDIT AGREEMENT

We are party to an Amended and Restated Credit Agreement with Bank of America, N.A., as administrative agent, and certain other financial institutions, which has a maturity of September 21, 2017. The credit facility is in the aggregate principal amount of \$100.0 million, with an option to increase the principal amount by an additional \$50.0 million, subject to customary conditions and approval of the lender(s) providing new commitment(s). The credit facility provides for variable rates of interest based on the type of borrowing and the Company's debt to EBITDA financial ratio. The Amended and Restated Credit Agreement is guaranteed by certain of our U.S. subsidiaries. At January 30, 2016, the interest rate on the credit facility was 1.5% plus LIBOR and we were in compliance with the covenants of the agreement. During the first nine months of fiscal 2016, we had borrowings of \$63.0 million and payments of \$13.3 million, which includes interest of \$0.3 million, under this credit facility. As of January 30, 2016, there were outstanding balances against the credit facility of \$55.0 million. There was \$45.0 million available to borrow under the credit facility as of January 30, 2016, which does not include the option to increase the principal amount. We believe the fair value approximates the carrying amount as of January 30, 2016.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Cautionary Statement

Certain statements in this report are forward-looking statements that are subject to certain risks and uncertainties. We undertake no duty to update any such forward-looking statements to conform to actual results or changes in our expectations. Our business is highly dependent upon two large automotive customers and specific makes and models of automobiles. Our results will be subject to many of the same risks that apply to the automotive, appliance, computer and communications industries, such as general economic conditions, interest rate fluctuations, consumer spending patterns and technological changes. Other factors which may result in materially different results for future periods include the following risk factors. Additional risks and uncertainties not presently known or that our management currently believe to be insignificant may also adversely affect our financial condition or results of operations. These risk factors should be considered in connection with

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evaluating the forward-looking statements contained in this report because these factors could cause our actual results and condition to differ materially from those projected in forward-looking statements. The forward-looking statements in this report are subject to the safe harbor protection provided under the securities laws and are made as of the date of this report.

Our business is highly dependent on two large automotive customers. If we were to lose either of these customers or experienced a significant decline in the volume or price of products purchased by these customers, or if either of the customers declare bankruptcy, our future results could be adversely affected.

Because we derive a substantial portion of our revenues from customers in the automotive, appliance, computer and communications industries, we are susceptible to trends and factors affecting those industries.

Our ability to market our automotive products is subject to a lengthy sales cycle, which requires significant investment prior to significant sales revenues, and there is no assurance that our products will be implemented in any particular vehicle.

Our inability to effectively manage the timing, volume, quality and cost of new program launches could adversely affect our financial performance.

We are subject to continuing pressure to lower our prices.

A significant fluctuation between the U.S. dollar and other currencies could adversely impact our operating results.

Disruption of our supply chain could have an adverse effect on our business, financial condition and results of operations.

We are dependent on the availability and price of materials.

A significant portion of our business activities are conducted in foreign countries, exposing us to additional risks that may not exist in the United States.

Changes in our effective tax rate may harm our results of operations.

Our gross margins are subject to fluctuations due to many factors such as geographical and vertical market pricing mix, changes in the mix of our prototyping and production-based business, competitive pricing dynamics and customer mix. In addition our gross margins are subject to pricing concessions, various manufacturing cost variables including product yields, package and assembly costs and provisions for obsolete inventory and the absorption of manufacturing overhead and any significant decrease in our gross margins could adversely affect our business, financial condition and results of operations.

We may be required to recognize impairment charges.

We may be unable to keep pace with rapid technological changes, which could adversely affect our business.

Our technology-based business and the markets in which we operate are highly competitive. If we are unable to compete effectively, our sales could decline.

Our information technology ("IT") systems could be breached.

Any decision to strategically divest one or more current businesses or our inability to capitalize on prior or future acquisitions may adversely affect our business.

Products we manufacture may contain design or manufacturing defects that could result in reduced demand for our products or services, costs associated with recalls, or liability claims against us.

If we are unable to protect our intellectual property or we infringe, or are alleged to infringe, on another person's intellectual property, our business, financial condition and operating results could be materially adversely affected.

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- We currently have a significant amount of our cash located outside the U.S.

Should a catastrophic event or other significant business interruption occur at any of our facilities, we could face significant reconstruction or remediation costs, penalties, third party liability and loss of production capacity, which could adversely affect our business.

Regulations related to the use of conflict-free minerals may increase our costs and expenses, and an inability to certify that our products are conflict-free may adversely affect customer relationships.

Any such forward-looking statements are not guarantees of future performance and actual results, developments and business decisions may differ materially from those foreseen in such forward-looking statements. These forward-looking statements speak only as of the date of the report, press release, statement, document, webcast or oral discussion in which they are made. We do not intend to update any forward-looking statements, all of which are expressly qualified by the foregoing. See Part I — Item 1A, Risk Factors of our Form 10-K for the fiscal year ended May 2, 2015, for a further discussion regarding some of the reasons that actual results may be materially different from those we anticipate.

Overview

We are a global manufacturer of component and subsystem devices with manufacturing, design and testing facilities in China, Egypt, Germany, India, Italy, Lebanon, Malta, Mexico, Singapore, Switzerland, the United Kingdom and the United States. We are a global designer and manufacturer of electronic and electro-mechanical devices. We design, manufacture and market devices employing electrical, radio remote control, electronic, wireless, sensing and optical technologies. Our business is managed on a segment basis, with those segments being Automotive, Interface, Power Products and Other. For more information regarding the business and products of these segments, see “Item 1. Business.” of our Form 10-K for the fiscal year ended May 2, 2015.

Our components are found in the primary end markets of the aerospace, appliance, automotive, construction, consumer and industrial equipment markets, communications (including information processing and storage, networking equipment, wireless and terrestrial voice/data systems), rail and other transportation industries.

Plan to Repurchase Common Stock

In September 2015, the Board of Directors authorized the repurchase of up to \$100 million of the Company's outstanding common stock through September 1, 2017. The Company has purchased \$59.8 million of outstanding common stock as of January 30, 2016. The program may be suspended or terminated at any time.

Sale of Trace Laboratories

On February 3, 2015, we sold our 100% ownership interest in our Trace Laboratories businesses for \$11.7 million, including \$0.5 million held in escrow which is expected to be received in fiscal 2016. The businesses, located in Maryland and Illinois, provided services for qualification testing and certification, and analysis of electronic and optical components. The net assets of the businesses had a book value of \$4.0 million. We recorded a pre-tax gain of \$7.7 million, related to the sale of the net assets in the fourth quarter of fiscal 2015.

Hetronic Germany-GmbH Matters

For several years, Hetronic Germany-GmbH and Hydronic-Steuersysteme-GmbH (the “Fuchs companies”) served as our distributors for Germany, Austria and other central and eastern European countries pursuant to their respective intellectual property licenses and distribution and assembly agreements. We became aware that the Fuchs companies and their managing director, Albert Fuchs, had materially violated those agreements. As a result, we terminated all of our agreements with the Fuchs companies. On June 20, 2014, we filed a lawsuit against the Fuchs companies in the Federal District Court for the Western District of Oklahoma alleging material breaches of the distribution and assembly agreements seeking damages, as well as various forms of injunctive relief. The defendants have filed counterclaims alleging breach of contract, interference with business relations and business slander. On April 2, 2015, we amended our complaint against the Fuchs companies to add additional unfair competition and Lanham Act claims and to add additional affiliated parties.

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Results of Operations for the Three Months Ended January 30, 2016 as Compared to the Three Months Ended January 31, 2015

Consolidated Results

Below is a table summarizing results for the three months ended:

(\$ in millions)

("N/M" equals not meaningful)

	January 30, 2016	January 31, 2015	Net Change	Net Change	
Net sales	\$184.6	\$206.0	\$(21.4)	(10.4))%
Cost of products sold	137.0	149.8	(12.8)	(8.5))%
Gross profit	47.6	56.2	(8.6)	(15.3))%
Selling and administrative expenses	26.1	21.5	4.6	21.4	%
Interest income, net	(0.2)	(0.2)	—	N/M	
Other income, net	(1.0)	(0.3)	(0.7)	N/M	
Income tax expense	5.5	8.1	(2.6)	(32.1))%
Net income attributable to Methode Electronics, Inc.	\$17.2	\$27.1	\$(9.9)	(36.5))%
Percent of sales:	January 30, 2016	January 31, 2015			
Net sales	100.0	% 100.0	%		
Cost of products sold	74.2	% 72.7	%		
Gross margins	25.8	% 27.3	%		
Selling and administrative expenses	14.1	% 10.4	%		
Interest income, net	(0.1)	)% (0.1))%		
Other income, net	(0.5)	)% (0.1))%		
Income tax expense	3.0	% 3.9	%		
Net income attributable to Methode Electronics, Inc.	9.3	% 13.2	%		

Net Sales. Consolidated net sales decreased \$21.4 million, or 10.4%, to \$184.6 million for the three months ended January 30, 2016, from \$206.0 million for the three months ended January 31, 2015. The Automotive segment net sales decreased \$2.6 million, or 1.8%, to \$138.5 million for the third quarter of fiscal 2016, from \$141.1 million for the third quarter of fiscal 2015, primarily due to lower sales volumes of the Ford Center Console program, currency rate fluctuations and pricing concessions on certain products, partially offset by increased sales volumes for the GM Center Console program and transmission lead-frame assemblies. The Interface segment net sales decreased \$2.1 million, or 5.7%, to \$34.8 million for the third quarter of fiscal 2016, compared to \$36.9 million for the third quarter of fiscal 2015, due to lower sales volumes of appliance and data solutions products, partially offset with higher radio remote control sales volumes. The Power Products segment net sales decreased \$14.8 million, or 56.7%, to \$11.3 million for the third quarter of fiscal 2016, compared to \$26.1 million for the third quarter of fiscal 2015, primarily due to lower sales volumes for datacom, cabling and busbar products. The Other segment had minimal sales in the third quarter of fiscal 2016 because the Company sold its Trace Laboratories operating units in the fourth quarter of fiscal 2015 and the remaining operating units in this segment, medical devices, inverters and battery systems, had minimal net sales in the third quarter of fiscal 2016 or the third quarter of fiscal 2015. Translation of foreign operations net sales for the three months ended January 30, 2016 decreased reported net sales by \$2.9 million, or 1.5%, due to average currency rate fluctuations in the third quarter of fiscal 2016, compared to the third quarter of

fiscal 2015, primarily due to the strengthening of the U.S. dollar compared to the euro and Chinese yuan.

Cost of Products Sold. Consolidated cost of products sold decreased \$12.8 million, or 8.5%, to \$137.0 million for the three months ended January 30, 2016, compared to \$149.8 million for the three months ended January 31, 2015. Consolidated cost of products sold as a percentage of net sales was 74.2% for the third quarter of fiscal 2016, compared to 72.7% for the third

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quarter of fiscal 2015. The Automotive segment experienced a decrease in cost of products sold as a percentage of net sales substantially due to favorable commodity pricing of raw materials and favorable currency impact on both the purchase of certain raw materials and labor costs in our foreign operations. The Interface segment experienced consistent cost of products sold as a percentage of net sales as a result of raw material cost and direct labor cost reductions in our appliance units, offset with lower sales volumes. The Power Products segment experienced an increase in cost of products sold as a percentage of sales due to decreased sales volumes.

Gross Profit. Consolidated gross profit decreased \$8.6 million, or 15.3%, to \$47.6 million for the three months ended January 30, 2016, as compared to \$56.2 million for the three months ended January 31, 2015. Gross margins as a percentage of net sales decreased to 25.8% for the three months ended January 30, 2016, compared to 27.3% for the three months ended January 31, 2015. The decrease is primarily due to decreased sales volumes for the Power Products segments and pricing concessions on certain products in the Automotive segment, partially offset by favorable commodity pricing and the favorable currency impact on the purchase of certain raw materials and labor costs in our foreign operations.

Selling and Administrative Expenses. Selling and administrative expenses increased by \$4.6 million, or 21.4%, to \$26.1 million for the three months ended January 30, 2016, compared to \$21.5 million for the three months ended January 31, 2015. Selling and administrative expenses as a percentage of net sales increased to 14.1% for the three months ended January 30, 2016 from 10.4% for the three months ended January 31, 2015. In the third quarter of fiscal 2016, expenses increased for legal and other professional fees by \$3.2 million, wages, benefits and stock award compensation expense by \$0.9 million and intangible asset amortization expense by \$0.5 million.

Interest Income, Net. Interest income, net was \$0.2 million for both three months ended January 30, 2016 and the three months ended January 31, 2015.

Other Income, Net. Other income, net increased \$0.7 million, to \$1.0 million for the three months ended January 30, 2016, compared to \$0.3 million for the three months ended January 31, 2015. All amounts for both the third quarter of fiscal 2016 and the third quarter of fiscal 2015 relate to currency rate fluctuations. The functional currencies of these operations are the British pound, Chinese yuan, euro, Indian rupee, Mexican peso, Singapore dollar and Swiss franc. Some foreign operations have transactions denominated in currencies other than their functional currencies, primarily sales in U.S. dollars and euros, creating exchange rate sensitivities.

Income Tax Expense. Income tax expense decreased \$2.6 million, or 32.1%, to \$5.5 million for the three months ended January 30, 2016, compared to \$8.1 million for the three months ended January 31, 2015. The Company's effective tax rate increased to 24.1% in the third quarter of fiscal 2016, compared to 23.0% in the third quarter of fiscal 2015.

Net Income Attributable to Methode Electronics, Inc. Net income attributable to Methode Electronics, Inc. decreased \$9.9 million, or 36.5%, to \$17.2 million for the three months ended January 30, 2016, compared to \$27.1 million for the three months ended January 31, 2015, primarily due to lower sales volumes, no sales or earnings due to the sale of Trace Laboratories and higher selling and administrative expenses, partially offset with favorable currency rates fluctuations, favorable commodity pricing and the favorable currency impact on the purchase of certain raw materials and labor costs in our foreign operations and lower income tax expense.

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Operating Segments

Automotive Segment Results

Below is a table summarizing results for the three months ended:

(\$ in millions)

	January 30, 2016	January 31, 2015	Net Change	Net Change	
Net sales	\$138.5	\$141.1	\$(2.6	) (1.8)%
Cost of products sold	101.3	104.0	(2.7	) (2.6)%
Gross profit	37.2	37.1	0.1	0.3	%
Selling and administrative expenses	8.5	7.6	0.9	11.8	%
Income from operations	\$28.7	\$29.5	\$(0.8	) (2.7)%
Percent of sales:	January 30, 2016	January 31, 2015			
Net sales	100.0	% 100.0	%		
Cost of products sold	73.1	% 73.7	%		
Gross margins	26.9	% 26.3	%		
Selling and administrative expenses	6.1	% 5.4	%		
Income from operations	20.7	% 20.9	%		

Net Sales. Automotive segment net sales decreased \$2.6 million, or 1.8%, to \$138.5 million for the three months ended January 30, 2016, from \$141.1 million for the three months ended January 31, 2015. Net sales decreased in North America by \$8.8 million, or 10.7%, to \$73.2 million in the third quarter of fiscal 2016, compared to \$82.0 million in the third quarter of fiscal 2015, primarily due to lower sales volumes of the Ford Center Console program which substantially completed production at the end of fiscal 2015. Sales of the GM Center Console program increased due to increased volumes, offset with pricing concessions on certain products. In addition, sales volumes decreased for our transmission lead-frame assemblies in the third quarter of fiscal 2016 as compared to the third quarter of fiscal 2015. Net sales increased in Europe by \$1.4 million, or 4.0%, to \$36.1 million in the third quarter of fiscal 2016, compared to \$34.7 million in the third quarter of fiscal 2015, primarily due to increased sales volumes for hidden switch products, partially offset by unfavorable currency rate fluctuations. Net sales in Asia increased \$4.8 million, or 19.7%, to \$29.2 million in the third quarter of fiscal 2016, compared to \$24.4 million in the third quarter of fiscal 2015, primarily due to higher sales volumes for our transmission lead-frame assemblies, linear position sensor products and interior lighting products, partially offset with lower sales volumes of steering angle sensor products and unfavorable currency rate fluctuations. Translation of foreign operations net sales for the three months ended January 30, 2016 decreased reported net sales by \$2.9 million, or 2.0%, due to average currency rates in the third quarter of fiscal 2016, compared to the average currency rates in the third quarter of fiscal 2015, primarily due to the strengthening of the U.S. dollar as compared to the euro and Chinese yuan.

Cost of Products Sold. Automotive segment cost of products sold decreased \$2.7 million, or 2.6%, to \$101.3 million for the three months ended January 30, 2016, compared to \$104.0 million for the three months ended January 31, 2015. The Automotive segment cost of products sold as a percentage of net sales decreased to 73.1% in the third quarter of fiscal 2016, compared to 73.7% in the third quarter of fiscal 2015. The decrease is substantially due to favorable commodity pricing of raw materials and favorable currency impact on both the purchase of certain raw

materials and labor costs in our foreign operations.

Gross Profit. Automotive segment gross profit increased \$0.1 million, or 0.3%, to \$37.2 million for the three months ended January 30, 2016, as compared to \$37.1 million for the three months ended January 31, 2015. The Automotive segment gross margins as a percentage of net sales increased to 26.9% for the three months ended January 30, 2016, as compared to 26.3% for the three months ended January 31, 2015. The increase is substantially due to favorable commodity pricing of raw

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materials and favorable currency impact on both the purchase of certain raw materials and labor costs in our foreign operations, partially offset by price concessions on certain products.

Selling and Administrative Expenses. Selling and administrative expenses increased \$0.9 million, or 11.8%, to \$8.5 million for the three months ended January 30, 2016, as compared to \$7.6 million for the three months ended January 31, 2015. Selling and administrative expenses as a percentage of net sales increased to 6.1% for the three months ended January 30, 2016 from 5.4% for the three months ended January 31, 2015, due to lower sales volumes and higher stock award compensation expense.

Income from Operations. Automotive segment income from operations decreased \$0.8 million, or 2.7%, to \$28.7 million for the three months ended January 30, 2016, compared to \$29.5 million for the three months ended January 31, 2015. The third quarter of fiscal 2016 income from operations decreased due to lower sales volumes, customer pricing concessions on certain products and higher selling and administrative expenses, partially offset with favorable commodity pricing of raw materials and favorable currency impact on both the purchase of certain raw materials and labor costs in our foreign operations.

Interface Segment Results

Below is a table summarizing results for the three months ended:

(\$ in millions)

	January 30, 2016	January 31, 2015	Net Change	Net Change
Net sales	\$34.8	\$36.9	\$(2.1)	(5.7)%
Cost of products sold	26.6	28.2	(1.6)	(5.7)%
Gross profit	8.2	8.7		